



G. K. CONSULTANTS LIMITED

PROJECT CONSULTANTS-CONCEPT TO COMMISSIONING
Web: gkconsultantsltd.com, CIN: L74140DL1988PLC034109
302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH,
NEW DELHI-110065. INDIA
PHONE : 26489299, 26489431 FAX : 011-26489299
E-mail : akg_gkcl@yahoo.co.in

GKCL: SE:2024-25

September 06, 2024

To,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code : 531758

Subject: Notice of 36th Annual General Meeting, Closure of Register of Members and Share Transfer Books and Information regarding E-voting facility

Dear Sir/Mam,

This is to inform you that the 36th Annual General Meeting of the members of the Company will be held on Saturday, 28th September, 2024 at 04:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the business(s) as specified in AGM Notice, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). We are enclosing herewith Notice of 36th Annual General Meeting of the Company.

In terms of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to section 91 of the Companies Act, 2013, as amended from time to time, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September 2024 to Saturday, 28th September 2024 (both days inclusive) for the purpose of the 36th Annual General Meeting of the Company to be held on Saturday, 28th September, 2024 at 04:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Further, Pursuant to Section 108 of the Companies Act 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014, the Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide remote e-voting facility to its Members enabling them to cast their vote for all the resolutions as set in the Annual General Meeting Notice provided by the NSDL. The e-voting period commences on Wednesday, 25th September, 2024 at 9:00 A.M. (IST) and ends on Friday, 27th September, 2024 at 5:00 P.M. (IST) (both days inclusive).

Further, e-voting facility shall also be available at the AGM and will also be provided by the NSDL. The members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) but shall

not be entitled to cast their vote at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 'cut-off date' i.e. Saturday, 21st September 2024.

This is for your kind information and record please.

Thanking You,

Yours Truly,
For G.K. CONSULTANTS LIMITED

Khushambi
Company Secretary and Compliance Officer



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NOTICE OF THIRTY-SIX ANNUAL GENERAL MEETING OF M/S G. K. CONSULTANTS LIMITED

NOTICE is hereby given that the 36th Annual General Meeting of the Members of M/s G.K. Consultants Limited will be held on Saturday, September 28, 2024 at 04:00 P.M. IST through video conferencing (“VC”)/other Audio-Visual Means (“OAVM”) transact the following business:

ORDINARY BUSINESS

Item No: 1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** with or without modification:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No: 2- Appointment of Ms. Divya Malini Gupta (DIN: 00006225) as a director, liable to retire by rotation

To re-appoint a director in place of Ms. Divya Malini Gupta (DIN:00006225) who retire by rotation and, being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** with or without modification:

“**RESOLVED THAT** pursuant to the provision of section 152 and other applicable provisions of the Companies Act, 2013, Ms. Divya Malini Gupta (DIN:00006225) who retires by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 3: Issue of warrants, convertible into equity shares to person(s) belonging to non-promoter category on preferential basis.



To consider, if thought fit, to pass, with or without modification(s) the following Resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI “ICDR” Regulations**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended upto date (**SEBI (LODR) Regulations**') including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and subject to other applicable Rules/Regulations/ Guidelines/ Notifications/ Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, upto maximum of 60,00,000 (Sixty Lacs) shares Warrants, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice ('**Warrants**'), at a price of Rs. 15.30/- (Rupees Fifteen thirty Paise Only) per warrant including premium of Re. 5.30/- each payable in cash ('**Warrants Issue Price**'), or such other higher prices if any, as may be calculated in accordance with applicable rules/regulations of statutory authority, determined after taking into consideration and in compliance with the provisions of Regulation 164(1) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018 in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the below mentioned proposed allottee(s) ("Warrant holders") in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the **Chapter V of SEBI (ICDR) Regulations, 2018** and other applicable laws.

S. No.	Name of Proposed Allottees	Maximum number of Category convertible warrants proposed to be allotted	Percentage (%)	Category
1	Bakshish Gupta	11,50,000	19.17	Non-Promoter
2	Ansh Gupta	10,00,000	16.67	Non-Promoter
3	Saurabh Jain	10,50,000	17.50	Non-Promoter



4	Puneet Mehta	4,00,000	6.67	Non-Promoter
5	Nitin Sharma	4,00,000	6.67	Non-Promoter
6	Dharmendra Kumar Mishra	5,00,000	8.33	Non-Promoter
7	Purnima	5,00,000	8.33	Non-Promoter
8	Akhil Agarwal	5,00,000	8.33	Non-Promoter
9	Ajay Goyal HUF	2,00,000	3.33	Non-Promoter
10	Vandana Goyal	3,00,000	5.00	Non-Promoter
	Total	60,00,000	100.00	

RESOLVED FURTHER THAT pursuant to Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for the purpose of determination of minimum issue price for the issue and allotment of Warrants is fixed **Thursday, August 29, 2024** ("Relevant Date"), being the date 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the minimum price of the Equity Shares and/or Warrants so issued shall not be less than the face value of the shares or price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date'; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution the preferential issue of Warrants and allotment of Equity Shares on the exercise of the Warrants shall be subject to the following terms and conditions as prescribed under applicable laws:

- a) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1(One) equity share against each Warrant.
- b) Minimum amount of Re. 4/- (Rupee Four Only) per warrant, which is equivalent to 26.144% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payments of Rs. 11.30 (Rupees eleven and Thirty Paise only) per warrant which is equivalent to 73.856% of the Warrants Issue Price prior to exercise of the right attached to Warrant(s) to subscribe to equity share(s) within Eighteen months of allotment of Warrants.
- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.



e) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing written notice ('Conversion Notice') to the Company specifying the number of warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI (ICDR) Regulations.

i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient including making applications to BSE Limited for obtaining in-principle approval, filing of requisite documents with ROC, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited("CDSL") "Depositories") (collectively referred to as "**Depositories**") and/ or such other authorities as may be necessary for this purpose, to take all such steps as may be necessary for the issuance of the Warrants and also the equity shares allotted pursuant to the exercise of the Warrants with depositories and for the credit of such Warrants



and also the equity shares allotted pursuant to exercise of warrants to the respective dematerialized securities account of the Proposed Allottees and to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s), or officer(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Company Secretary/any officer(s) of the Company to give effect to the aforesaid resolutions."

Item No.:4: Regularization of Mr. Bakhshish Gupta (DIN: - 09466909) by appointing him as Non-Executive Non-independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Bakhshish Gupta (DIN:- 09466909), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from August 29, 2024.

FURTHER RESOLVED THAT any of the director and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as such necessary for the purpose of the above resolution.”

New Delhi
August 29, 2024

By order of the Board of Directors
Sd/-
Divya Malini Gupta
Managing Director
(DIN :00006225)

REGISTERED OFFICE:
302, G. K. House, 187A, Sant Nagar,
East of Kailash, New Delhi-110 065
CIN: L74140DL1988PLC034109



Phone: 011- 26489431, 9891254132

Fax:011- 26489299

Email: akg_gkcl@yahoo.co.in

Website:www.gkconsultantsltd.com

NOTES :

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2023 and December 28, 2023 (collectively referred to as “MCA Circulars”), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2023/62 dated 13th May 2023, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 05th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by Securities and Exchange Board of India (“SEBI Circular”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), permitted convening of the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
6. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to akg_gkcl@yahoo.co.in with a copy marked to evoting@nsdl.co.in.



7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2024. Members seeking to inspect such documents can send an email to akg_gkcl@yahoo.co.in.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM and for this purpose, it has appointed NSDL to facilitate voting through electronic means. Accordingly, the facility of casting votes by a Member using remote e-Voting system before the AGM as well as remote e-Voting during the AGM will be provided by NSDL.
9. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
10. The Board has appointed M/s S A B & Company, (Membership No. ACS 57842) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
11. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Saturday, September 21, 2024, may cast their votes electronically. The e-voting period commences on Wednesday, September 25, 2024 (9:00 a.m. IST) and ends on Friday, September 27, 2024 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Saturday, September 21, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. **Saturday, September 21, 2024**, may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Saturday, September 21, 2024**, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
14. In compliance with the Circulars, the Annual Report 2023-24, the Notice of the 36th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
15. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Beetal Financial & Computer Services Pvt. Ltd. at beetalrta@gmail.com, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report



and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Beetal Financial & Computer Services Pvt. Ltd. either by email to beetalrta@gmail.com or by post to Beetal Financial & Computer Services Pvt. Ltd., Unit: G K Consultants Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi - 110062	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures /bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	



16. Members may also note that the Notice of the 36th AGM and the Annual Report 2023-24 will also be available on the Company's website, <https://www.gkconsultantsltd.com>, websites of the stock exchange, i.e. BSE, at www.bseindia.com and on the website of NSDL, <https://www.evoting.nsdl.com>.
17. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Beetal Financial & Computer Services Pvt. Ltd, at beetalrta@gmail.com. The forms for updating the same have been sent respective shareholders at their address. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details or link their PAN with Aadhaar before June 30, 2024, in accordance with the SEBI circular, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
19. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
20. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Board in this behalf after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within the prescribed timeline of Listing Regulations. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.gkconsultantsltd.com.
21. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 25, 2024 at 09:00 A.M. and ends on September 27, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csavinashksingh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above



for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the meeting.



ANNEXURE TO THE NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 2 of the accompanying Notice dated August 29, 2024.

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking appointment at the 36th Annual General Meeting Pursuant to Regulations 26 and 36 of the Listing Regulations and SS-2 - [Secretarial Standards on General Meetings]

Name, Director Identification Number and designation of the Director	Ms. Divya Malini Gupta (DIN- 00006225) Managing Director
Age Date of Birth	58 years September 9, 1966
Date of first appointment on the Board	September 30, 2014
Qualifications	Bachelor of Arts
Brief Resume and Expertise in specific functional areas	Having about 32 years of experience in secretarial work, trading, financing and administration. She is also associates with Social and Charitable Organizations.
Terms and conditions of appointment/ re-appointment	Director liable to retire by rotation
Details of remuneration last drawn (FY 2023-24) and sought to be paid, if applicable	Nil
No. of Board Meetings attended during the (FY 2023-24)	13 out of 13
Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company	Ms. Divya Malini Gupta is the daughter of Mr. Anil Kumar Goel who is the Promoter of the Company
List of Companies/LLP in which Directorships held as on March 31, 2024 (excluding foreign Companies)	<ol style="list-style-type: none"> 1. Seeroo Foods Private Limited 2. Roots Publishers Private Limited 3. Marvel Agencies Private Limited 4. Fornax Buildwell Private Limited 5. Pryas Research And Health Care Centre 6. Sagitta Dream Homes Private Limited 7. G K Resorts Private Limited 8. Divas Construction Company Private Limited 9. Antilia Heights Private Limited 10. Antilia Heights Private Limited
Chairmanship / Membership of specified Committees of the Boards of Companies as on March 31,2024	Member of Share Allotment Transfer Committee. Member of Stakeholder Relationship Committee Member of Audit Committee



No. of shares held in the Company:	
(a) Own	30,000 equity shares of Rs. 10 each
(b) For other persons on a beneficial basis	Nil

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

The Board of Directors of the Company in their meeting held on Thursday, August 29, 2024 has approved raising of funds by way of preferential allotment comprising fresh issuance of warrants as per the expression of interest received from the proposed allottees. The proposed issue size will be of maximum of 60,00,000 (Sixty Lacs) Equity share warrants to be converted into equity shares within 18 months.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Listing Regulations, as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue warrants on a preferential basis.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to akg_gkcl@yahoo.co.in. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the rules issued there under, are set forth below

The proposed issue and allotment of warrants on a preferential basis shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

Without generality to the above, the details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued there under are set forth below:

The allotment of the equity shares and warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.



The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on **Thursday, August 29, 2024**, had approved the issue of warrants convertible into equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 60,00,000 (Sixty Lacs) share warrants at a price of Rs. 15.30/- (Rupees fifteen and Thirty Paise) each (including premium of Rs 5.30/-), to the entities belonging to Non-Promoters, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws. The total Issue size would be Rs. 9,18,00,000/- (Rupees Nine Crores and Eighteen Lakhs Only).

2. Objects of the Preferential Issue:

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No	Particulars	Tentative Amount (Rs. In Thousand)	Tentative time period within which the amount shall be utilized
1.	To meet Working Capital requirement	75,000	Within Six months from the date of receiving of fund
2.	General corporate Purpose (For Strategic initiatives, meeting exigencies, brand building exercises in order to strengthen our operations)	16,800	Within Six months from the date of receiving of fund

In case issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments if applicable.

3. The total/maximum number of specified securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The Resolution set out in the accompanying notice authorizes the Board for issuance of up to maximum of 60,00,000 (Sixty Lacs) warrants convertible in to equivalent number of equity shares of face value of Rs. 10/- each, at a price of Rs. 15.30/- (Rupees fifteen and Thirty Paise), being the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the '**Relevant Date**' for the determination of the minimum issue price for Equity Shares and Warrants to be issued is fixed as **Thursday, August 29, 2024** i.e. being the date 30 days prior to the date on which the resolution is deemed to be passed.

5. Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The offer price has to be



determined keeping in view the trading status of company i.e. whether shares are frequently traded or infrequently traded.

In accordance with regulation 164 (5) “**frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Traded turnover on Bombay recognized stock exchange during the 240 trading days preceding the relevant date is as under, which is 33.95% of the total number of equity shares (i.e. 5,311,800 as on June 30, 24). Since it is more than 10%, the company shares are frequently traded shares.

Thus, looking at the size and stage of the company, upon consideration of all possible methods, we have relied on the Book Value of shares. The Method described above hold good for the purpose of valuation of Equity Shares of our company, accordingly the same is used herein.

A valuation report for arriving at fair price of the shares of the company for the purpose of the current preferential issue has been issued by Mr. Ravi Ashok Kumar Jain, Independent Registered Valuer, IBBI Registration No. IBBI/RV/04/2019/12615 through valuation report dated **Thursday, August 29, 2024**. The same is made available and published on the website of the Company i.e. www.gkconsultantsltd.com. In term of his valuation report dated **Thursday, August 29, 2024**. The fair price recommended for conversion of equity warrant is Rs. 15.26/-.

However, in the interest of the company the management has decided to fix the conversion price at **Rs. 15.30/-**.

6. Amount which the Company intends to raise by way of issue of Warrants:

The maximum amount proposed to be raised through present preferential issue shall be up to Rupees 9,18,00,000/- (Rupees Nine Crores Eighteen Lakhs Only).

1. The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
2. The Company, its Promoters and Directors and Proposed allottees are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.

Other than Mr. Bakhshish Gupta who has been appointed as an Non-Executive Director and who is Non-Promoter, no other promoter or any other Director or Key Managerial Personnel is proposing to subscribe the preferential allotment.

The following person(s) belonging to non-promoter have shown their intention to subscribe to the proposed issue:

Details of Warrants to be allotted:

S. No.	Name of Proposed Allottees	Maximum number of Category convertible warrants proposed to be allotted	Percentage (%)	Category



1	Bakhshish Gupta	11,50,000	19.17	Non-Promoter
2	Ansh Gupta	10,00,000	16.67	Non-Promoter
3	Saurabh Jain	10,50,000	17.50	Non-Promoter
4	Puneet Mehta	4,00,000	6.67	Non-Promoter
5	Nitin Sharma	4,00,000	6.67	Non-Promoter
6	Dharmendra Kumar Mishra	5,00,000	8.33	Non-Promoter
7	Purnima	5,00,000	8.33	Non-Promoter
8	Akhil Agarwal	5,00,000	8.33	Non-Promoter
9	Ajay Goyal (HUF)	2,00,000	3.33	Non-Promoter
10	Vandana Goyal	3,00,000	5.00	Non-Promoter
	Total	60,00,000	100.00	

8. Principal terms of Assets charged as securities: Not Applicable

9. The shareholding pattern of the Company before and after the proposed issue are as follows:

Sr. No	Category of shareholders	Pre-Issue		Post Conversion of Warrants (assuming full conversion) Fully Diluted Capital	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoter, Promoters Group Holding				
A1	Indian				
	Individuals/Hindu undivided Family	84,600	1.59	84,600	0.748
	Anil Kumar Goel	30,000	0.56	30,000	0.265
	Divya Malini Gupta	54,600	1.03	54,600	0.483
	Sub Total A1	84,600	1.59	84,600	0.748
A2	Foreign	0	0.00	0	0.000
A	Promoters & Promoters Holding (A1+A2)	84,600	1.59	84,600	0.748
B	Non-Promoter Holding				
B1)	Institutions	0	0.00	0	0.000
	Institutions (Domestic)	0	0.00	0	0.000
	Institutions (Foreign)	0	0.00	0	0.000
	Central Government/ State Government(s)/ President of India	0	0.00	0	0.000
B2)	Non-Institutions	0	0.00	0	0.000



B3)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	18,69,201	35.19	18,69,201	16.524
B4)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	26,62,792	50.13	86,62,792	76.582
	Aayuushi Agarwal	100015	1.88	100015	0.884
	Alok Farsaiya	106495	2.00	106495	0.941
	Anurag Gupta	103000	1.94	103000	0.911
	Arushi Gupta	120100	2.26	120100	1.062
	Deepa Gupta	72397	1.36	72397	0.640
	Deepika Bansal	101600	1.91	101600	0.898
	Manoj Kumar Agarwal	82900	1.56	82900	0.733
	Rajan Gupta	183177	3.45	183177	1.619
	Rajnish Rathi	80318	1.51	80318	0.710
	Ram Gopal Ramgarhia	72928	1.37	72928	0.645
	Ramveer	250000	4.71	250000	2.210
	Ravindra Kumar Agarwal	68056	1.28	68056	0.602
	Saroj Gupta	158874	2.99	158874	1.404
	Shuchi Gupta	102990	1.94	102990	0.910
	Shweta Vishwanath Asthana	57421	1.08	57421	0.508
	Sunil Khandelwal	208384	3.92	208384	1.842
	Bakhshish Gupta	100	0.0019	1150100	10.167
	Ansh Gupta	0	0.00	1000000	8.840
	Saurabh Jain	0	0.00	1050000	9.282
	Puneet Mehta	0	0.00	400000	3.536
	Nitin Sharma	0	0.00	400000	3.536
	Dharmendra Kumar Mishra	0	0.00	500000	4.420
	Purnima	0	0.00	500000	4.420
	Akhil Agarwal	0	0.00	500000	4.420
	Ajay Goyal HUF	0	0.00	200000	1.768
	Vandana Goyal	0	0.00	300000	2.652
B5	Non-Resident Indians (NRIs)	4310	0.08	4,310	0.038
B6	Bodies Corporate	3,28252	6.18	328252	2.902
B7	Clearing Members	13751	0.26	13751	0.122
B8	Any Other (Specify)	348894	6.57	348894	3.084
	Ram Gopal Ramgarhia HUF	68,681	1.29	68681	0.607
	Satish Chand Agarwal HUF	94,255	1.77	94,255	0.833
	Sub Total	5227200	98.41	11227200	99.252



C	Total Public Shareholding (B1+B8)	5227200	98.41	11227200	99.252
	Total (A)+(C)	5311800	100.00	11311800	100.00
D	Share Held by Custodians for ADR & GDR	0	0.00	0	0.000
	Total (A)+(C)+(D)	5311800	100.00	11311800	100.00

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of allotment of 60,00,000 (Sixty lakhs) warrants (convertible into 60,00,000 (Sixty lakhs) number of equity shares) assuming full conversion of warrants under the present issue.

2. The pre-preferential shareholding pattern is prepared on the basis of 30th June 2024.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

As required under the SEBI ICDR Regulations the allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date such exercise by the allottee.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue and the details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the Company and current and proposed status are as under:

There shall be no change in the management or control of the Company pursuant to the issue and allotment of equity shares on conversion of warrants.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the current financial year i. e. 2024-2025, no preferential allotment has been made to any person by the Company.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable as there is no allotment for consideration other than cash.

14. Lock-in:

The equity shares to be allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The specified securities allotted on a preferential basis to persons other than the promoters and



promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

15. Listing of Securities:

The Company will make an application to BSE for listing of Equity shares upon conversion of warrants. Such Equity Shares to be issued on conversion of Warrants once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Undertaking:

The Company hereby undertakes that:

- a. None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- c. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- d. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- e. The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g. The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Mr. Avinash Kumar, M/S. S A B & Company, a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at www.gkconsultantsltd.com.

18. Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

19. Principle terms of assets charged as securities: Not Applicable

20. Report of Independent Registered Valuer:

- 1) The price of the equity shares on conversion of warrants to be issued and allotted to the



proposed allottees has been determined taking into account the valuation report dated Thursday, August 29, 2024, issued by Mr. Ravi Ashok Kumar Jain, Independent Registered Valuer, IBBI Registration No. IBBI/RV/04/2019/12615 in accordance with Regulation 166A (1) of the SEBI ICDR Regulations 2018, ("Valuation Report").

The Valuation Report is also available for inspection by the members and the same may be accessed on the Company's website at www.gkconsultantsltd.com.

2) Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that maybe held them.

S. No.	Name of Proposed Allottees	PAN Number	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		Maximum number of Category convertible warrants proposed to be allotted	Post Preferential issue Shareholding (Fully Diluted Capital)	
				No. of equity shares	%		No. of equity shares	%
1.	Bakhshish Gupta	DQOPG1140J	NA	100	0.0018	11,50,000	11,50,100	10.167
2.	Ansh Gupta	EICPG7875M	NA	0	0	10,00,000	10,00,000	8.840
3.	Saurabh Jain	ACWPJ4788L	NA	0	0	10,50,000	10,50,000	9.282
4.	Puneet Mehta	ALRPM4786B	NA	0	0	4,00,000	4,00,000	3.536
5.	Nitin Sharma	AYQPS2736M	NA	0	0	4,00,000	4,00,000	3.536
6.	Dharmendra Kumar Mishra	FDUPM0640C	NA	0	0	5,00,000	5,00,000	4.420
7.	Purnima	AVAPP7131N	NA	0	0	5,00,000	5,00,000	4.420
8.	Akhil Agarwal	AFKPA9619Q	NA	0	0	5,00,000	5,00,000	4.420
9.	Ajay Goyal HUF	AASHA6347J	Ajay Goyal	0	0	2,00,000	2,00,000	1.768



10	Vandana Goyal	AADPG04 38K	NA	0	0	3,00,000	3,00,000	2.652
	Total			100	0	60,00,000	60,00,100	53.043

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

2. Pre issue shareholding of allottees is as on **August 29, 2024**.

3. Post Preferential Shareholding calculated assuming full conversion of warrants i.e. 53.043 % to be issued under the said issue and allotment of 60,00,000 equity shares under the present issue.

4. There shall not be any change in control consequent to the present preferential issue of equity shares and warrants. However, voting rights will change in tandem with the shareholding pattern.

21. Warrants: The issue of Warrants shall be subject to the following terms and conditions

a) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1(One) equity share against each Warrant.

b) Minimum amount of Re. 4/- (Rupee Four Only) per warrant, which is equivalent to 26.144% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payments of Rs. 11.30 (Rupees eleven and Thirty Paise only) per warrant which is equivalent to 73.856% of the Warrants Issue Price prior to exercise of the right attached to Warrant(s) to subscribe to equity share(s) within Eighteen months of allotment of Warrants.

c) The Warrants shall not carry any voting rights until they are converted into equity shares.

d) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

e) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing written notice ('Conversion Notice') to the Company specifying the number of warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions



of Chapter V of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI (ICDR) Regulations.

i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.

22. Other Disclosures

a) During the period from April 01, 2024 until the date of Notice of this AGM, the Company has not made any preferential issue of Securities/Equity Shares.

b) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.

c) Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the non-promoter, is being sought by way of a "**Special Resolution**" as set out in the said Item No. 3 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Ms. Divya Malini Gupta, Managing Director and Mr. Bakhshish Gupta, Non-Executive Director of the Company are concerned or interested to the extent of their shareholding.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the



Company and therefore board recommends the Special Resolution as set out in Item No. 3 in the accompanying notice for approval by the Members.

ANNEXURE TO ITEM NO. 4 OF THE NOTICE

Mr. Bakhshish Gupta was appointed as an Additional Director (Non-Executive Non-Independent Director) w.e.f. 29th August, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Bakhshish Gupta candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that the presence of Mr. Bakhshish Gupta on the Board is desirable and would be beneficial to the company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, are concerned or interested in the said resolution.

Further the following details of Directors seeking appointment at the 36th Annual General Meeting Pursuant to Regulations 26 and 36 of the Listing Regulations and SS-2 - [Secretarial Standards on General Meetings]

Name, Director Identification Number and designation of the Director	Mr. Bakhshish Gupta (DIN- 09466909) Non-Executive Non-Independent Director
Age Date of Birth	20 years September 9, 2003
Date of first appointment on the Board	August 29, 2024
Qualifications	Pursuing Graduation
Brief Resume and Expertise in specific functional areas	Mr. Bakhshish Gupta aged 20 years is pursuing B. Tech from Guru Govind Singh Indraprastha University (HMRITM college) in Computer Science. He has good experience in Stock Market dealing and fluctuation. He has completed following courses: 1) Machine learning and deep learning in python and R 2) Machine learning in Artificial Intelligence 3) Introduction to Artificial Intelligence He has also enrolled for the internship in M/s Aasaan Services Solutions Private Limited in the year 2024 in Python and Java Projects.
Terms and conditions of Appointment/re-appointment	Director liable to retire by rotation



Details of remuneration last drawn (FY 2023-24) and sought to be paid, if applicable	Nil
No. of Board Meetings attended during the (FY 2023-24)	NA
Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company	NIL
List of Companies/LLP in which Directorships held as on March 31, 2024 (excluding foreign Companies)	Prrsaar Agro Products Private Limited
Chairmanship / Membership of specified Committees of the Boards of Companies as on March 31,2024	NA
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	100 equity shares of Rs. 10 each Nil